

RECORDATION NO. 18672-I FILED

JAN 22 '08

2-28 PM

SURFACE TRANSPORTATION BOARD



January 22, 2008

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

Dear Mr. Williams

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated November 29, 2007 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (38) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 29, 2007 related to thirty-eight (38) railcars bearing reporting marks: WRRRC 200 – 254, sporadic

Please file this as a secondary document under Recordation Number 18672-I as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18672 through 18672-H. The filing fee in the amount of \$35.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard
Documentation Coordinator

Enclosures

JAN 22 '08

2-28 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of November 29, 2007, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a corporation organized under the laws of the State of Minnesota ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated November 13, 1993, between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company), as Lessor, and Cemex USA Construction Materials, Inc. (f/k/a Sunbelt Asphalt & Materials, Inc.), as subsequently amended, as Lessee (collectively, the "Lease"), for thirty-eight (38) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated February 21, 2001, by and between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) ("Seller") and Wells Fargo Equipment Finance, Inc.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of November 29, 2007.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Brian Daly
Name: Brian Daly
Title: Customer Service Supervisor

THE DAVID J. JOSEPH COMPANY

By: James H. Goetz
Name: James H. Goetz
Title: Executive Vice President & CFO

STATE OF MINNESOTA)
) SS:
COUNTY OF Hulme)

On this 30th day of November, 2007, before me the subscriber, Renee Anne Bakos, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul D. L., to me personally known, who stated and acknowledged that he/she is the Customer Service Supervisor of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of November, 2007

Renee Anne Bakos
(Notary Signature)

My commission expires:

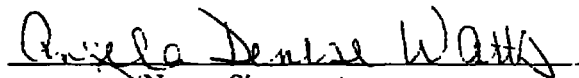
1/31/2012



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 29th day of November, 2007 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & Chief Financial Officer of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of November, 2007.


(Notary Signature)

My commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Thirty-eight (38), 1976 built open top hoppers bearing reporting marks:

WRRC	200
WRRC	201
WRRC	202
WRRC	204
WRRC	205
WRRC	207
WRRC	208
WRRC	210
WRRC	211
WRRC	212
WRRC	214
WRRC	217
WRRC	221
WRRC	223
WRRC	224
WRRC	226
WRRC	227
WRRC	228
WRRC	229
WRRC	230
WRRC	233
WRRC	235
WRRC	236
WRRC	237
WRRC	238
WRRC	239
WRRC	240
WRRC	241
WRRC	242
WRRC	243
WRRC	245
WRRC	246
WRRC	247
WRRC	248
WRRC	250
WRRC	251
WRRC	253
WRRC	254

LEASE: Railroad Equipment Lease dated November 13, 1993 between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company), as Lessor, and Cemex USA Construction Materials, Inc. (f/k/a Sunbelt Asphalt & Materials, Inc.), as subsequently amended, as Lessee (collectively, the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated February 21, 2001, by and between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) and Wells Fargo Equipment Finance, Inc.